

**JUL 14 '05 1-17 PM**

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

July 14, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment for Use, dated as of July 12, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Assignor:	Infinity Rail, LLC c/o Infinity Asset Management, LLC (as Manager) 817 West Peachtree Street, Suite M110 Atlanta, Georgia 30308
Assignee:	International Paper Company Tower 1 – 14 <sup>th</sup> Floor 6400 Poplar Avenue Memphis, Tennessee 38125
Assignee:	The Kansas City Southern Railway Company 427 West 12th Street Kansas City, Missouri 64105

Mr. Vernon A. Williams  
July 14, 2005  
Page 2

A description of the railroad equipment covered by the enclosed document is:

71 boxcars within the series ATW 210000 - ATW 210099 as more particularly set forth in the equipment schedule attached to the document.

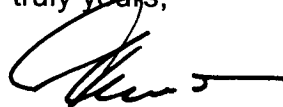
A short summary of the document to appear in the index is:

Memorandum of Assignment for Use.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF ASSIGNMENT FOR USE

1. Pursuant to the Assignment Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("Assignor"), as assignor, has assigned (for use) to International Paper Company and The Kansas City Southern Railway Company ("Assignees"), as assignees, the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said assignment for use of the Cars is referred to hereinafter as the "Assignment." "Assignment Agreement" means the Infinity/IP/KCS Assignment Agreement dated as of March 16, 2005 between Infinity Rail, LLC as assignor and International Paper Company and The Kansas City Southern Railway Company as assignees.

2. The addresses of the parties are as follows:

Infinity Rail, LLC (Assignor)  
c/o Infinity Asset Management, LLC as Manager  
817 West Peachtree Street, Suite M110  
Atlanta, Georgia 30308

International Paper Company (Assignee)  
Tower 1 - 14th Floor  
6400 Poplar Avenue  
Memphis, TX 38125

The Kansas City Southern Railway Company (Assignee)  
427 West 12<sup>th</sup> Street  
Kansas City, MO 64105

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3. The terms and provisions of the Assignment are more particularly set forth in the Assignment Agreement.

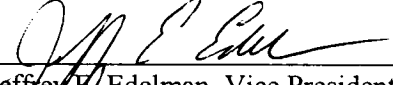
4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of July 12, 2005.

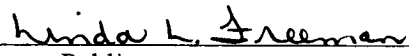
INFINITY RAIL, LLC

By Infinity Asset Management, LLC as Manager

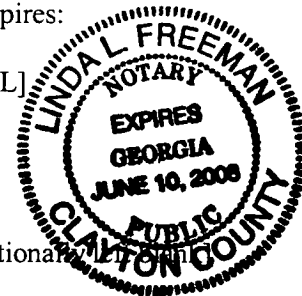
By:   
Jeffrey E. Edelman, Vice President

Fulton County, Georgia

On July 12, 2005, before me personally appeared Jeffrey E. Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

  
Notary Public  
My commission expires:

[NOTARIAL SEAL]



[Execution continued on next page; remainder of this page intentionally left blank]

INTERNATIONAL PAPER COMPANY

By: Michael Salvino  
Name: Michael Salvino  
Title: Manager - Rail

State of Tennessee, County of Shelby

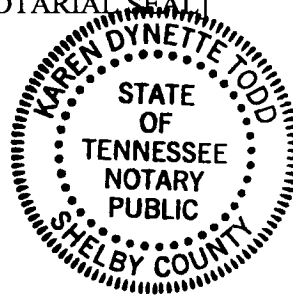
On June 17, 2005, before me personally appeared Michael Salvino, to me personally known, who being by me duly sworn says that he is Manager - Rail NATS of International Paper Company, and that he executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen D. Todd

Notary Public

My commission expires:

[NOTARIAL SEAL]



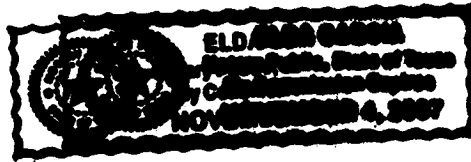
MY COMMISSION EXPIRES APRIL 7, 2009

THE KANSAS CITY SOUTHERN RAILWAY  
COMPANY

By: Owen Zidar 6-24-05  
Name: Owen Zidar  
Title: VP Sales and Marketing

State of TX, County of Harris

On June 24, 2005, before me personally appeared Owen Zidar, to me personally known, who being by me duly sworn says that he is Vice President of The Kansas City Southern Railway Company, and that he executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Eldon Garcia  
Notary Public Eldon Garcia  
My commission expires: 11-4-07

[NOTARIAL SEAL]

## Description of Railcars

### Description of Cars:

50' 70-ton capacity EOC under frame boxcars

### Quantity:

seventy one (71)

### Reporting marks:

ATW

### Identifying numbers:

210000	210016	210030	210046	210059	210071	210082	210099
210002	210018	210031	210047	210061	210072	210083	
210003	210020	210033	210048	210062	210074	210084	
210004	210021	210034	210049	210063	210075	210086	
210008	210022	210036	210050	210064	210076	210087	
210009	210023	210037	210051	210065	210077	210088	
210010	210024	210038	210055	210066	210078	210089	
210011	210026	210040	210056	210067	210079	210090	
210013	210027	210041	210057	210069	210080	210094	
210015	210028	210043	210058	210070	210081	210096	